

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	<b>Chapter 11</b>
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	<b>Case No. 18-23538 (RDD)</b>
Debtors. <sup>1</sup>	:	<b>(Jointly Administered)</b>
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	x	

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**TENTH ORDER GRANTING APPLICATIONS OF PROFESSIONALS FOR  
INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of each of the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on **Schedule A** hereto (each, an “**Applicant**” and collectively, the “**Applicants**”) for interim allowance under 11 U.S.C. §§ 328 and 330 of compensation for professional services rendered and expenses incurred during the periods identified on **Schedule A**; and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

consideration of the Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications and the deadline for filing objections to the relief requested therein having been provided; and there being no objections to the relief granted herein; and upon the record of the hearing held by the Court on the Applications on August 31, 2022; and the Court having found and determined that all of the applicable requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (as adopted by General Order M-447), and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 796) have been satisfied with respect to each of the Applications; and it appearing in the context of the interim relief sought, that the services rendered and expenses incurred by each of the Applicants for which compensation and reimbursement are allowed hereby were actual, reasonable and necessary; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Applications are granted as set forth on Schedule A hereto.
2. The Debtors are authorized and directed upon entry of this Order to remit payment to each of the Applicants in the amounts set forth on Schedule A hereto less all amounts previously paid on account of such fees and expenses set forth on Schedule B, subject to paragraph 4 hereof.

3. Nothing set forth in this Order shall preclude the review of the Applications by the Court-appointed independent fee examiner in these cases (the “**Fee Examiner**”) contemplated by the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* (ECF No. 3307), and the Fee Examiner’s reservation of all rights with respect thereto in connection with the approval of any final fee applications for such professionals is acknowledged and approved.

4. All Applications set forth herein shall be subject to paragraph 61 of the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (ECF No. 5370) (the “**Confirmation Order**”).

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: September 2, 2022  
White Plains, New York

/s/Robert D. Drain  
THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

Case No. 18-23538 (RDD)  
In re Sears Holdings Corporation, *et al.*

**INTERIM FEE APPLICATIONS**

(1) <b>APPLICANT</b>	(2) <b>APPLICATION DATE AND DOCKET NO.</b>	(3) <b>FEES PERIOD</b>	(4) <b>FEES REQUESTED</b>	(5) <b>FEES ALLOWED</b>	(6) <b>FEES TO BE PAID UNDER ORDER<sup>1</sup></b>	(7) <b>EXPENSES REQUESTED</b>	(8) <b>EXPENSES ALLOWED</b>	(9) <b>EXPENSES TO BE PAID UNDER ORDER<sup>2</sup></b>
Akin Gump Strauss Hauer & Feld LLP. (Counsel for the UCC and the Ligation Designees)	April 14, 2022 ECF No. 10398	11/01/21 – 02/28/22	\$536,639.00	\$536,639.00	\$536,639.00	\$44,946.53	\$44,946.53	\$44,946.53
Herrick, Feinstein LLP (Special Conflicts Counsel for the UCC)	April 14, 2022 ECF No. 10396	11/01/21 – 02/28/22	\$46,688.00	\$46,688.00	\$46,688.00	\$509.69	\$509.69	\$509.69
FTI Consulting, Inc. (Financial Advisor for the UCC)	April 14, 2022 ECF No. 10399	11/01/21 – 02/28/22	\$80,462.00	\$80,462.00	\$80,462.00	\$0.00	\$0.00	\$0.00
Kroll Restructuring Administration LLC (Administrative Agent for the Debtors)	April 14, 2022 ECF No. 10397	11/01/21 – 02/28/22	\$4,233.05	\$4,233.05	\$4,233.05	\$0.00	\$0.00	\$0.00
Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	April 15, 2022 ECF No. 10401	11/01/21 – 02/28/22	\$1,574,106.50	\$1,574,106.50	\$1,574,106.50	\$213,032.12	\$213,032.12	\$213,032.12

<sup>1</sup> Subject to amounts previously paid by the Debtors.

<sup>2</sup> Id.

(1) APPLICANT	(2) APPLICATION DATE AND DOCKET NO.	(3) FEE PERIOD	(4) FEES REQUESTED	(5) FEES ALLOWED	(6) FEES TO BE PAID UNDER ORDER <sup>1</sup>	(7) EXPENSES REQUESTED	(8) EXPENSES ALLOWED	(9) EXPENSES TO BE PAID UNDER ORDER <sup>2</sup>
Moritt Hock & Hamroff LLP (Special Conflicts Counsel to the UCC)	January 7, 2022 ECF No. 10217	03/01/21 – 09/30/21	\$17,883.50	\$17,883.50	\$17,883.50	\$7.40	\$7.40	\$7.40
Paul E. Harner and Ballard Spahr LLP (Fee Examiner and Counsel to the Fee Examiner)	April 25, 2022 ECF No. 10409	11/01/21 – 02/28/22	\$269,013.50	\$269,013.50	\$269,013.50	\$111.60	\$111.60	\$111.60
Deloitte Tax LLP (Tax Service Providers for the Debtors)	May 11, 2022 ECF No. 10433	11/01/19 – 03/31/20	\$53,343.50	\$53,343.50	\$53,343.50	\$0.00	\$0.00	\$0.00
Deloitte Tax LLP (Tax Service Providers for the Debtors)	May 11, 2022 ECF No. 10434	04/01/20 – 12/31/21	\$257,411.50	\$257,411.50	\$257,411.50	\$0.00	\$0.00	\$0.00
<b>TOTAL</b>			<b>\$2,839,780.55</b>	<b>\$2,839,780.55</b>	<b>\$2,839,780.55</b>	<b>\$258,607.34</b>	<b>\$258,607.34</b>	<b>\$258,607.34</b>

Date Order Signed: September 2, 2022

Initials: RDD USBJ

**Schedule B**

Case No. 18-23538 (RDD)  
In re Sears Holdings Corporation, *et al.*

<b>CUMULATIVE FEE APPLICATION TOTALS</b>				
<b>OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2022</b>				
<b>(1) Applicant</b>	<b>(2) Total Fees Requested</b>	<b>(3) Total Fees Paid</b>	<b>(4) Total Expenses Requested</b>	<b>(5) Total Expenses Paid</b>
Akin Gump Strauss Hauer & Feld LLP. (Counsel for the UCC and the Litigation Designees)	\$50,795,515.50	\$43,436,745.70	\$14,154,284.98	\$13,284,730.39
Herrick, Feinstein LLP (Special Conflicts Counsel for the UCC)	\$3,880,748.50	\$3,864,494.80	\$383,812.68	\$383,812.68
FTI Consulting, Inc. (Financial Advisor for the UCC)	\$10,951,186.75	\$10,935,094.35	\$49,360.48	\$49,360.48
Kroll Restructuring Administration LLC (Administrative Agent for the Debtors)	\$725,601.02	\$723,530.59	\$5,824.93	\$5,824.93
Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	\$83,835,405.75	\$83,520,584.45	\$4,095,456.08	\$4,095,456.08
Moritt Hock & Hamroff LLP (Special Conflicts Counsel to the UCC) <sup>1</sup>	\$536,618.00	\$518,734.50	\$12,031.22	\$12,023.82

<sup>1</sup> Moritt Hock & Hamroff LLP Cumulative Fee Period is January 2, 2020 – September 30, 2021.

**CUMULATIVE FEE APPLICATION TOTALS**

**OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2022**

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Paul E. Harner and Ballard Spahr LLP (Fee Examiner and Counsel to the Fee Examiner) <sup>2</sup>	\$3,344,642.00	\$3,290,839.30	\$6,327.04	\$6,327.04
Deloitte Tax LLP <sup>3</sup> (Tax Services Providers for the Debtors)	\$5,105,167.75	\$4,837,087.55	\$83,323.28	\$83,323.28

Date Order Signed: September 2, 2022  
Initials: RDD USBJ

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<sup>2</sup> Paul E. Harner and Ballard Spahr LLP Cumulative Fee Period is April 22, 2019 – February 28, 2022.

<sup>3</sup> Deloitte Tax LLP Cumulative Fee Period is October 15, 2018 – December 31, 2021.